

0100785023

**CONNELL FINANCE COMPANY, INC.**

A SUBSIDIARY OF THE CONNELL COMPANY

TELEX 219258  
TELEFAX (908) 233-1070

45 CARDINAL DRIVE

WESTFIELD, N. J. 07090-1099 U.S.A.

TELEPHONE  
(908) 233-0700

September 15, 1995

Vernon A. Williams  
Secretary of the Interstate Commerce Commission  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, D.C. 20423

19610  
RECORDATION NO. FILED 1428  
SEP 21 1995 - 10 15 AM  
INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

I have enclosed one original and one counterpart of the primary document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

The enclosed document is a Memorandum of Lease, a primary document, dated as of September 14, 1995 (the "Memorandum"), between Connell Finance Company, Inc., as Lessor (the "Lessor") and Sierra Pacific Power Company and Idaho Power Company, collectively, as Lessee (the "Lessee").

The names and addresses of the parties to the document are as follows:

**Lessor:** Connell Finance Company, Inc.  
45 Cardinal Drive  
Westfield, New Jersey 07090-1099

**Lessee:** Sierra Pacific Power Company  
6100 Neil Road  
Reno, Nevada 89520-3150

and

Idaho Power Company  
1221 West Idaho Street  
Boise, Idaho 83707

A description of the equipment covered by the documents follows:

Ninety two (92) new bottom-dump aluminum coal cars, constructed by Thrall Car Manufacturing Company, bearing identification numbers VALX 95095 through VALX 95186, both inclusive.

95-0284L.DOC

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 21 10 12 AM '95  
LICENSING BRANCH

A check in the amount of \$21.00 is enclosed to cover the fee for filing the Memorandum. Please return the counterpart of the Memorandum and the extra copy of this letter, time and date stamped as to filing and return any extra copies of the Memorandum or this letter not needed by the Commission for recordation to Mark R. Decker, Vice President & General Counsel, Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, New Jersey 07090-1099.

A short summary of the document follows:

1. A Memorandum of Lease dated as of September 14, 1995, between Connell Finance Company, Inc., as Lessor, 45 Cardinal Drive Westfield, New Jersey 07090-1099 and Sierra Pacific Power Company, 6100 Neil Road, Reno, Nevada 89520-3150 ("Sierra") and Idaho Power Company, 1221 West Idaho Street, Boise, Idaho 83707 ("Idaho Power"; Sierra and Idaho Power being collectively, referred to as "Lessee") covering 92 new Thrall Car Manufacturing Company bottom-dump aluminum coal cars.

If you have any questions please do not hesitate to call the undersigned.

Sincerely,

**CONNELL FINANCE COMPANY, INC.**



Mark R. Decker  
Vice President & General Counsel

Enc.

RECORDATION NO. 19610 FILED 1425

SEP 21 1995 - 10 15 AM

## MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

This MEMORANDUM OF LEASE, dated as of September 14, 1995 is between Connell Finance Company, Inc., a New Jersey corporation ("Lessor") and Sierra Pacific Power Company, a Nevada corporation ("Sierra") and Idaho Power Company, an Idaho corporation ("Idaho Power"; Sierra and Idaho Power being hereinafter collectively referred to as "Lessee").

1. Lessor hereby leases to Lessee ninety-two (92) new bottom-dump aluminum coal cars, constructed by Thrall Car Manufacturing Company, more fully described in Schedule I hereto (the "Items"). The Lease Term as to an Item commences on the Lease Term Commencement Date, set forth in the Lease Supplement No. 1, executed with respect to such Item by Lessor and Lessee pursuant to the Rail Equipment Lease Agreement, dated as of September 14, 1995, between Lessor and Lessee (the "Lease"), and terminates on March 14, 2016 unless earlier terminated pursuant to the provisions of the Lease.

2. Lessee shall pay Rent for the units as set forth in the Lease.

3. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed.

LESSOR:

CONNELL FINANCE COMPANY, INC.

By: [Signature]Printed Name: Ted ConnellTitle: Executive Vice PresidentDated: 9/15/95

LESSEE:

SIERRA PACIFIC POWER COMPANY · IDAHO POWER COMPANY

By: [Signature]Printed Name: Steven C. OldhamTitle: V.P., Regulation & TreasurerDated: September 15, 1995

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Dated: \_\_\_\_\_

## MEMORANDUM OF LEASE

This MEMORANDUM OF LEASE, dated as of September 14, 1995 is between Connell Finance Company, Inc., a New Jersey corporation ("Lessor") and Sierra Pacific Power Company, a Nevada corporation ("Sierra") and Idaho Power Company, an Idaho corporation ("Idaho Power"; Sierra and Idaho Power being hereinafter collectively referred to as "Lessee").

1. Lessor hereby leases to Lessee ninety-two (92) new bottom-dump aluminum coal cars, constructed by Thrall Car Manufacturing Company, more fully described in Schedule I hereto (the "Items"). The Lease Term as to an Item commences on the Lease Term Commencement Date, set forth in the Lease Supplement No. 1, executed with respect to such Item by Lessor and Lessee pursuant to the Rail Equipment Lease Agreement, dated as of September 14, 1995, between Lessor and Lessee (the "Lease"), and terminates on March 14, 2016 unless earlier terminated pursuant to the provisions of the Lease.

2. Lessee shall pay Rent for the units as set forth in the Lease.

3. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed.

LESSOR:

**CONNELL FINANCE COMPANY, INC.**


By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

LESSEE:

**SIERRA PACIFIC POWER COMPANY**

**IDAHO POWER COMPANY**

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

By:   
Printed Name: J.B. Packwood  
Title: Vice President - Bulk Power  
Dated: 9-14-95

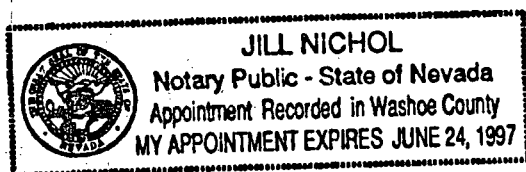
STATE OF NEW JERSEY )  
 ) ss.  
COUNTY OF UNION )

On this 15 day of September 1995, before me personally appeared Red Connell, to me personally known, who being by me duly sworn, says that he is the Gen. VP of Connell Finance Company, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rosalie M. Fleming  
Notary Public ROSALIE M. FLEMING  
My Commission expires: NOTARY PUBLIC OF NEW JERSEY  
Registered in Somerset & Union Counties  
My Commission Expires March 13, 2000

STATE OF NEVADA )  
 ) ss.  
COUNTY OF WASHOE )

On this 15th day of September, 1995, before me personally appeared Steven C. Oldham, to me personally known, who being by me duly sworn, says that he is the Vice President, Regulation, & Treasurer, of Sierra Pacific Power Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jill Nichol  
Notary Public  
My Commission expires: June 24, 1997

STATE OF )  
 ) ss.  
COUNTY OF )

On this \_\_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of Idaho Power Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public  
My Commission expires: \_\_\_\_\_

STATE OF NEW JERSEY )  
COUNTY OF UNION ) ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he his the \_\_\_\_\_ of Connell Finance Company, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

NOTARIAL SEAL

My Commission Expires:

STATE OF )  
COUNTY OF ) ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he his the \_\_\_\_\_ of Sierra Pacific Power Company., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

STATE OF IDAHO )  
COUNTY OF ADA ) ss:

On this 14<sup>th</sup> day of September, 1995 before me personally appeared J.B. Packwood, to me personally known, who being by me duly sworn, says that he his the Vice President of Idaho Power Company., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Bostram  
Notary Public

NOTARIAL SEAL

My Commission Expires: 7/17/98

## **SCHEDULE I**

### **Items of Equipment**

Ninety-two (92) bottom-dump aluminum coal cars, constructed by Thrall Car Manufacturing Company with the following reporting marks and car numbers:

<u>Reporting Mark</u>	<u>Car Number</u>
VALX	95095 Through
VALX	95186 (Inclusive)